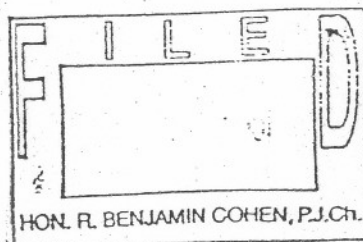


JOHN J. FARMER, JR.  
ATTORNEY GENERAL OF NEW JERSEY  
Division of Law  
124 Halsey Street-5th Floor  
P.O. Box 45029  
Newark, NJ 07101  
Attorney for Plaintiffs



By: Adolfo J. Anzola  
Deputy Attorney General  
Tel.: (973) 648-7819

SUPERIOR COURT OF NEW JERSEY  
CHANCERY DIVISION -GENERAL EQUITY  
COUNTY OF ESSEX  
DOCKET NO. ESX-C-355-99

JOHN J. FARMER, JR.  
ATTORNEY GENERAL OF NEW JERSEY  
on behalf of  
FRANKLIN L. WIDMANN, CHIEF OF  
THE NEW JERSEY BUREAU OF  
SECURITIES

Plaintiffs,

v.

MILLENNIUM INTERACTIVE  
TECHNOLOGIES CORPORATION,  
f/k/a/ EXETER FINANCIAL SERVICES  
CORPORATION, DAVID HELMSTETTER,  
INGRID GRAY, STUART LEFFLER,  
LOUIS KOWAL, and ISAAC MILSTEIN

Defendants.

Civil Action

CONSENT JUDGMENT:  
STUART LEFFLER

This matter having been presented to the Court on the application of JOHN J. FARMER, JR.,  
Attorney General of New Jersey (Adolfo J. Anzola, Deputy Attorney General, appearing), on behalf  
of Franklin L. Widmann, Chief of the New Jersey Bureau of Securities ("Bureau"), and Defendant

*[Handwritten signature]*

Stuart Leffler (hereinafter "Defendant Leffler") appearing through counsel; and the Plaintiffs and Defendant Leffler having reached an amicable agreement thereby resolving any and all issues in controversy in this action with respect to Defendant Leffler,

IT IS on this 20th day of March 2001, ORDERED, ADJUDGED AND AGREED as follows:

1. For the purposes of settlement, the Parties agree that Defendant Leffler does not concede liability or wrongdoing herein, and does not consent to any findings of liability or wrongdoing for the violations alleged in the Complaint.

2. This Consent Judgment applies to and is binding upon Defendant Leffler, and as such he is personally liable for satisfaction of the entire amount of the judgment pursuant to the terms contained herein.

3. Total civil penalties assessed, and payable by Defendant Leffler to Plaintiffs pursuant to this Consent Judgment is \$250,000. However, the total payment to be made by Defendant Leffler to Plaintiffs under this Consent Judgment and Order shall be conditioned upon the following additional provisions:

a. Contemporaneous with the execution of this Consent Judgment Defendant Leffler is to remit \$10,000 by attorney trust fund account check, certified check or other guaranteed funds, made payable to the "New Jersey Bureau of Securities" and delivered to the attention of Bureau Chief Franklin L. Widmann, at the Bureau's office at 153 Halsey Street, Newark, New Jersey 07101.

4. Payments thereafter will be \$500 monthly for the first three years. After three years, the payment amount will be examined to determine if the payment amount can be increased and if so,

will be increased accordingly.

5. Monthly payments after the third year, at whatever amount agreed upon, will include interest calculated in accordance with R. 4:42-11; interest and principle payments will thereafter continue for two years after which a payment must be made so that a total of \$100,000 of the remaining balance plus interest calculated in accordance with R. 4:42-11 will have been paid. If the total of \$100,000 is paid, plus relevant interest, on or before the 5th anniversary of the execution of this agreement, the payment of the remaining \$150,000 will be waived.

6. All payments shall be made by attorney trust fund account check, certified check, money order or other guaranteed funds made payable to the "New Jersey Bureau of Securities" and delivered to the following address:

Franklin L. Widmann, Bureau Chief  
Bureau of Securities  
153 Halsey Street, 6th Floor  
Newark, New Jersey 07101

7. Defendant Leffler shall comply with the Securities Law and shall not engage in any act or practice in violation of the Securities Law or in furtherance of any violation thereof. Specifically, Leffler shall comply with the requirements of N.J.S.A. 49:3-56 concerning registration under the Securities Law and N.J.S.A. 49:3-52 concerning fraud in the offer or sale of securities.

8. Defendant Leffler is to make himself available to the plaintiffs for trial preparation including, but not limited to, witness preparation at mutually convenient times and places.

9. If Defendant Leffler is requested by the plaintiffs to testify at trial, he will appear as a witness for the Plaintiffs in their case in chief, and shall give truthful testimony.

10. In the event that the aforementioned terms are not met, in the discretion of the Bureau Chief



and subject to review by the Court, the remaining \$150,000 balance of the civil penalties shall immediately be accelerated and be due and payable without the need for notice or presentment, with interest calculated in accordance with R. 4:42-11 from the date of default.

11. In the event that the aforementioned terms are not met, in the discretion of the Bureau Chief and subject to review by the Court, the State shall be entitled to recover from Defendant Leffler its costs of collection including counsel fees.

12. In addition to the relief provided for in other paragraphs herein, a default by Defendant Leffler shall entitle Plaintiffs to make application to the Court for an order directing compliance and any other relief in aid of litigant's rights including the imposition of attorney's fees for said application, or to make any other application as provided by law.

13. If, after the signing of this Consent Judgment, Defendant Leffler engages in any acts or practices which constitute a violation of the Securities Law or this Consent Judgment, he shall be subject to the imposition of enhanced penalties pursuant to N.J.S.A. 49:3-70.1, without prejudice to his rights to present evidence in mitigation and affirmative defenses.

14. In exchange for these undertakings by Defendant Leffler, Plaintiffs will release all claims against him based upon the allegations made in the Complaint in this matter.

15. Defendant Leffler accepts the release described in the above paragraph based upon representations by Plaintiffs that Plaintiffs have no undisclosed claims against him.

16. In consideration of the mutual promises contained herein, Defendant Leffler hereby agrees to release any and all claims arising out of this matter that he may have had against Plaintiffs, their directors, employees, agents, and representatives.

17. The parties acknowledge that for the purpose of enforcement of this Consent Judgment, New Jersey Law shall govern the terms and provisions herein.

18. The parties represent that an authorized representative of each has signed this Consent Judgment and Order with full knowledge, understanding and acceptance of its terms and that this person has done so with authority to legally bind the respective party.

19. This Consent Judgment constitutes the entire agreement among the parties with respect to its subject matter. Any addition, deletion or change to this Consent Judgment must be in writing and signed by all parties to be bound.

20. Nothing contained herein shall bind or affect the rights of any person not a party hereto, nor the rights of the parties against any person not a party hereto.

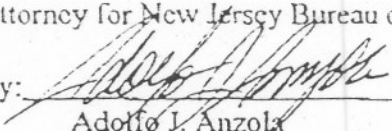
21. This Consent Judgment may be signed in counterparts, each of which shall be deemed an original.

HON. R. BENJAMIN COHEN

R. Benjamin Cohen, P.J.S.C.

Consent to the Form, Content  
and Entry of this Order:

JOHN J. FARMER, JR.  
ATTORNEY GENERAL OF NEW JERSEY  
Attorney for New Jersey Bureau of Securities

By:   
Adolfo J. Anzola  
Deputy Attorney General

Dated: MARCH 30, 2001

STUART LEFFLER

By:   
Stuart Leffler

Dated: 03/26/, 2001